

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re )  
 ) Chapter 11  
 )  
DELPHI CORPORATION, et al ) Case No. 05-44481 (RDD)  
 )  
Debtors. ) Jointly Administered  
 )  
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**FIFTH INTERIM FEE APPLICATION FOR PRICEWATERHOUSECOOPERS LLP  
FOR THE PERIOD JUNE 1, 2007 THROUGH SEPTEMBER 30, 2007**

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**SUMMARY OF EXHIBITS**

Exhibit A - Certification of Brian D. Decker.

Exhibit B - Retention Order dated June 21, 2006 authorizing the employment and retention of PricewaterhouseCoopers LLP to provide certain Sarbanes-Oxley Compliance, Tax and Financial Planning and Other General Tax Consulting Services to the Debtors; Supplemental Retention Order dated January 17, 2007 expanding the scope of retention for the due diligence project; and Second Supplemental Declaration dated April 24, 2007.

**Fixed Fee Services**

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Exhibit C - Invoice and summary schedule for the Fixed Fee - Executive Personal Financial Planning Services

Exhibit D - Invoices for the WNTS Services

**Hourly Fee Services**

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Exhibit E - Summary of Hours, Billing Rate and Fees by Professional

Exhibit F - Project Category Fees, Subcategories and Task Codes

Exhibit G - Daily Time Detail by Category and Professional

Exhibit H - Summary and Detail of Expenditures by Professional

Exhibit I - Rate Schedule

Exhibit J - Statement of Work for new projects (Delphi SALT Loan Staff; Tax Provision Services, Tax Basis Services)